

# Instructions for Form 8264

(Revised September 2001)

## Application for Registration of a Tax Shelter

Section references are to the Internal Revenue Code unless otherwise noted.



Department of the Treasury  
Internal Revenue Service

### Changes To Note

#### Confidential Corporate Tax Shelters.

Organizers of confidential corporate tax shelters under Section 6111(d) in which interests are offered for sale after February 28, 2000, must file Form 8264. See **What is a Tax Shelter?** below, for the definition of confidential corporate tax shelters. Also, see Temporary Regulations section 301.6111-2T and Announcement 2000-12, 2000-12 I.R.B. 835 for more information.

**Investor Lists.** Organizers of a confidential corporate tax shelter must keep a list of investors for interests sold after February 28, 2000. Even if a potentially abusive tax shelter does not meet all the requirements for registration as a confidential corporate tax shelter, an investor list may be required. Also, for interests sold after February 28, 2000, an organizer of a tax shelter under section 6111(c) must include additional information in the list of investors. See **Keeping Lists of Investors** on page 3 for details.

### Photographs of Missing Children

The Internal Revenue Service is a proud partner with the National Center for Missing and Exploited Children. Photographs of missing children selected by the Center may appear in instructions on pages that would otherwise be blank. You can help bring these children home by looking at the photographs and calling **1-800-THE-LOST** (1-800-843-5678) if you recognize a child.

### General Instructions

#### Purpose of Form

Organizers of certain tax shelters, including confidential corporate tax shelters in which interests were offered after February 28, 2000, are required to file Form 8264 to register the tax shelters with the IRS. Organizers of tax shelters under section 6111(c) must complete Parts I, II, and III of Form 8264. Organizers of a confidential corporate tax shelter must complete Parts I and IV of Form 8264. If a confidential corporate tax shelter also meets the definition of a tax shelter under section 6111(c), the organizer must complete all parts of the form. Organizers filing a properly

completed Form 8264 will receive a tax shelter registration number from the IRS. They must furnish the tax shelter registration number to investors in the tax shelter. Investors must report the tax shelter registration number on their tax returns using **Form 8271**, Investor Reporting of Tax Shelter Registration Number.



*For purposes of the registration requirement for tax shelters under section 6111(c) and confidential corporate tax shelters, the term organizer includes any person who participates in the organization, management, or sale of the tax shelter. See **Who Is Required To Register a Tax Shelter?** on page 2. For purposes of this form, "promoter" as defined under section 6111 and the regulations will be referred to as "organizer."*

### What Is a Tax Shelter?

#### Tax Shelters Under Section 6111(c)

An investment that meets the following two requirements is considered a tax shelter under section 6111(c) for registration purposes, regardless of whether it is marketed or customarily designated as a tax shelter.

1. The investment is one with respect to which a person could reasonably infer from representations made or to be made in connection with the offering for sale of an interest in the investment that the tax shelter ratio (defined on page 5) may be greater than 2 to 1 for any investor at the close of any of the first 5 years ending after the date on which the investment is offered for sale; and

2. The investment is one that is required to be registered under a Federal or state law regulating securities, or that is sold under an exemption from registration requiring the filing of a notice with a Federal or state agency regulating the offering or sale of securities, or that is a substantial investment (defined on page 4).

#### Confidential Corporate Tax Shelters

An investment that meets each of the following three requirements is considered a "confidential corporate tax shelter" under section 6111(d).

1. A significant purpose of the structure of the investment is the avoidance or

evasion of Federal income tax for a direct or indirect corporate participant.

Avoidance or evasion of tax is considered a significant purpose if the investment consists of either of the following:

- **Listed transactions.** This category includes transactions that are the same as or substantially similar to one of the types of transactions that the IRS has determined to be a tax avoidance transaction identified by notice, regulation, or other form of published guidance as a listed transaction for purposes of section 6111. See Temporary Regulations section 301.6111-2T(b)(2). There may be subsequent guidance identifying additional tax avoidance transactions. For existing guidance see Notice 2001-51, 2001-34 I.R.B. 190.

- **Other tax-structured transactions.** Generally, this includes transactions (a) that are structured to produce Federal income tax benefits as an important part of the intended results of the transaction and (b) that the organizer or other persons responsible for registration reasonably expect to be presented to more than one potential participant in the same or substantially similar form. See **Exception for confidential corporate tax shelters** on page 2.

2. The investment is offered to any potential participant under conditions of confidentiality. Generally, an offer is considered confidential if:

- An offeree's disclosure of the structure or tax aspects of the transaction is limited in any way by express or implied understanding or agreement (whether or not legally binding) with or for the benefit of the organizer or

- The organizer knows or has reason to know that the offeree's use or disclosure of information relating to the structure or tax aspect of the transaction is limited for the benefit of any person other than the offeree.

3. Fees in excess of \$100,000 (in the aggregate) may be received by organizers of the tax shelter and any person related to such person under sections 267 and 707. For this purpose, substantially similar transactions are treated as part of the same tax shelter and the fees from the transaction must be combined. The fees include all consideration such persons may receive, including contingent fees, equity interests, and fees for other transactions received

as consideration for promoting the tax shelter.

See Temporary Regulations sections 301.6111-2T(b), (c), and (d) for details.



*An investment may be a tax shelter under section 6111(c), a confidential corporate tax shelter, or both.*

## Who Is Required To Register a Tax Shelter?

Generally, tax shelters under section 6111(c) and confidential corporate tax shelters (under section 6111(d)) must be registered by a tax shelter organizer. If a **principal organizer**, defined on page 4, does not register the shelter by the day interests in the shelter are first offered for sale, any of the following persons may be treated as a tax shelter organizer.

- A person who participated in the organization of the shelter.
- A person who participates in the management of the shelter when it is not properly registered.
- A person who participates in the sale of the shelter at a time when that person knows, or has reason to know, that the shelter has not been properly registered.

**Note:** *If all organizers of a confidential corporate tax shelter are foreign persons, any person who discusses participation in the transaction may be required to register the tax shelter (see Temporary Regulations section 301.6111-2T(g)(2) for details).*

A group of persons who may be treated as tax shelter organizers may enter into a written agreement designating one person to be responsible for registering the tax shelter. This **designated organizer** must have participated in the organization of the tax shelter and may not be a resident of a foreign country. Those who sign the agreement, other than the designated organizer, will not be subject to a penalty unless they know or have reason to know that the designated organizer has failed to register the tax shelter as required. In that case, a person, other than the designated organizer, will be subject to a penalty if he or she does not register the tax shelter as soon as practicable. For more detailed information concerning designation agreements and their consequences, see A-34 through A-39 of Temporary Regulations section 301.6111-1T.

If a tax shelter is not registered on time and there is no designation agreement, each person required to register the tax shelter will be subject to a penalty unless he or she has reasonable cause for failure to file a registration statement. For information about the applicable penalty and the circumstances in which a person required to register has reasonable cause for failure to register, see **Penalties** on

page 4, and Temporary Regulations section 301.6707-1T, relating to penalties for failure to furnish information regarding tax shelters.

## Exemptions From Registration

**Exemptions for tax shelters under section 6111(c).** The following investments are **not** subject to tax shelter registration under section 6111(c). These exceptions do not apply to confidential corporate tax shelters.

1. Sales of residences primarily to persons who are expected to use the residences as their principal place of residence.
2. Sales or leases of tangible personal property (other than master sound recordings, motion picture or television films, videotapes, lithograph plates, or other property relating to a literary, musical, or artistic composition) by the manufacturer of the property (or a member of an affiliated group, within the meaning of section 1502, including the manufacturer) primarily to persons who are expected to use the property in their principal active trade or business.
3. Sales or leases of tangible personal property (other than collectibles, master sound recordings, motion picture or television films, videotapes, lithograph plates, or other property that includes or relates to a literary, musical, or artistic composition) by a person in the ordinary course of that person's trade or business will be exempt if the purchaser or lessee is reasonably expected to use the property either for a personal use or in the purchaser's or lessee's principal active trade or business.
4. Performance of services in connection with the recipient's principal active trade or business or for the recipient's personal use.

See A-24 and A-24A of Temporary Regulations section 301.6111-1T for additional information on investments exempt from registration as a section 6111(c) tax shelter.

**Exception for confidential corporate tax shelters.** Generally, if the organizer of a confidential corporate tax shelter reasonably determines that there is no reasonable basis under Federal tax law for denial of any significant portion of the expected income tax benefits from the transaction, tax avoidance or evasion of taxes is not considered a significant purpose of the structure of the transaction and registration is not required. This exception does not apply to transactions that are the same as or substantially similar to listed transactions. See Temporary Regulations sections 301.6111-2T(b)(3) and (4) for details.

See **Request for Ruling** beginning on page 3.

## Suspension of Registration Requirements for Projected Income Investments

**Note:** *These rules apply only to section 6111(c) tax shelters.*

The registration requirements may be suspended for a tax shelter if investors are told in a written statement made in good faith and based on reasonable economic and business assumptions that their investment is expected to produce net income and not to provide net tax benefits (**a projected income investment**). A tax shelter does not qualify for suspension if there is a projection (whether oral or written) of a net loss or other tax benefit (determined on a cumulative basis) in any of its first 5 years or if the tax shelter invests beyond an incidental amount in any interest in a collectible (as defined in section 408(m)(2)), a master sound recording, motion picture or television film, videotape, lithograph plate, copyright, or a literary, musical, or artistic composition.

The suspension ends if the tax shelter subsequently reduces the cumulative tax liability of an investor during the 5-year period. In that case, the tax shelter must be registered within 30 days after the end of the tax shelter's year in which the reduction is generated and before a Schedule K-1 or similar form is sent to the investor. Once the tax shelter is registered, registration numbers must be provided to investors.

For more detailed information concerning the suspension of the registration requirements as a section 6111(c) tax shelter for projected income investments, see A-57A through A-57J of Temporary Regulations section 301.6111-1T.

## When To File

In general, file Form 8264 no later than the day on which an interest in the tax shelter is first offered for sale.

## Where To File

File Form 8264 with the Internal Revenue Service Center, Ogden, Utah 84201.

## Furnishing a Tax Shelter Registration Number

In general, any person who sells (or otherwise transfers) an interest in a tax shelter must furnish that tax shelter's registration number to each investor. For purposes of furnishing tax shelter registration numbers, the term **investors** includes both original purchasers of tax shelter interests and persons who acquire their interests from prior purchasers.

The registration number must be furnished to the investor at the time of

sale or transfer of the interest. If the seller or transferor has not received the registration number at this time, a written statement must be given to the investor stating that the number has been applied for and will be furnished when available. It then must be given to the investor within 20 days after the seller or transferor receives it.

For information about furnishing the number, the required content of the written statement, and the required legend stating that the tax shelter has not been approved, etc., by the Internal Revenue Service, see A-51 through A-54 of Temporary Regulations section 301.6111-1T.

The registration number must be included on any return on which an investor claims any deduction, loss, credit, or other tax benefit, or reports any income relating to the tax shelter.

## Keeping Lists of Investors

Generally, any organizer of an interest in any potentially abusive tax shelter is required to keep a list of all investors, except for investors identified in **Investor exceptions** on this page. For purposes of keeping a list of investors, potentially abusive tax shelters include:

- Tax shelters under section 6111 that are required to be registered.
- Confidential corporate tax shelters and other tax shelters that meet the requirements of section 6111(d)(1)(A) (that is, tax shelters that meet requirement 1 of the definition of Confidential Corporate Tax Shelter provided on page 1). Keep investor lists for these tax shelters whether or not the transaction is offered to any corporate participant. See **Confidential corporate tax shelters** on this page for details.
- Any tax shelter that is a projected income investment as defined in Temporary Regulations section 301.6111-1T A-57A.

The list of investors must include the following information:

1. The name, registration number, if any, and the identifying number of the tax shelter,
2. The name, address, and identifying number of each investor,
3. The number of units acquired and the date on which each interest is acquired by each investor,
4. The amount of money invested by each investor,
5. The name, address, and employer identification number of any indirect corporate participant in a confidential corporate tax shelter or tax shelter under section 6111(d)(1)(A) if known by the organizer,

6. A detailed description of the tax shelter describing both its structure and intended tax benefits,

7. A summary or schedule of the tax benefits that each investor is intended or expected to derive, if known,

8. Copies of any additional written materials, including tax analyses or opinions, relating to the tax shelter that have been given to any potential investors or their representatives, tax advisors, or agents,

9. If the interest was not acquired from the person maintaining the list, the name of the person from whom the interest was acquired, and

10. The name and address of each agent of the person maintaining the list. For purposes of this item, agent includes any agent who negotiates the transfer of any interest in a tax shelter for the tax shelter, an organizer, or an underwriter, broker, or dealer (or other similar person) who transfers any interest in a tax shelter. See Temporary Regulations section 301.6112-1T.

**Note:** *Except for item 5, the above information is required for investors in all tax shelters subject to the list of investor requirement, including investors in tax shelters under section 6111(c).*

### Confidential corporate tax shelters.

The requirement to keep a list of investors for confidential corporate tax shelters applies to interests acquired after February 28, 2000. The requirement to keep a list of investors also applies to a tax shelter if a significant purpose of its structure is avoidance or evasion of Federal income tax (requirement 1 of the definition of confidential corporate tax shelters provided on page 1), even if the tax shelter is not offered under conditions of confidentiality or the fees are not expected to exceed \$100,000. See the definition of confidential corporate tax shelters on page 1 for details.

**Note:** *A list of investors is required whether or not the confidential corporate tax shelter or tax shelter under section 6111(d)(1)(A) is ever offered to a corporate investor.*

If an IRS ruling is requested to determine if a transaction must be registered as a confidential corporate tax shelter, the requirement to make investor lists available for inspection is temporarily suspended. See **Request for Ruling** below for details.

**Investor exceptions.** An organizer may, but is not required to, list a person if the potentially abusive tax shelter is not subject to registration under section 6111, is not a listed transaction (defined on page 1), and is not a projected income investment described in Temporary Regulations section 301.6111-1T A-57A, if:

1. The total consideration paid to all organizers for the person's tax shelter interest was less than \$25,000, or

2. The tax shelter organizer reasonably believes that such person's acquisition of the interest will not result in a reduction of Federal income tax liability of:

- Any corporation(s) that exceeds, in the aggregate, \$1 million in any single tax year or a total of \$2 million for any combination of tax years and
- Any noncorporate taxpayer(s) that exceeds, in the aggregate, \$250,000 in any single tax year or a total of \$500,000 for any combination of tax years.

## Claims of Privilege

In any case in which an attorney or federally authorized tax practitioner within the meaning of section 7525 is the person required to register a confidential corporate tax shelter or to keep lists of investors, and that person believes that information required to be disclosed on Form 8264 or kept on a list of investors is protected by the attorney-client privilege or by the confidentiality privilege of section 7525(a), any information omitted from the Form 8264, or required as part of the list of investors and withheld from disclosure to the IRS, on the basis of such a claim must be supported by a statement which satisfies the requirements of Temporary Regulations sections 301.6111-2T(e)(3)(ii) and 301.6112-1T Q&A-17(b). If information is omitted from Form 8264 on the basis of such a claim, attach the required statement to the form.

## Request for Ruling

**Note:** *These rules apply only to confidential corporate tax shelters.*

A tax shelter organizer, or other person responsible for registration or maintaining a list of investors, may request a ruling from the IRS to determine whether a transaction must be registered as a confidential corporate tax shelter or is subject to the investor list requirement. The request for ruling must be submitted to the IRS on or before the date registration is otherwise required. Send the request to Internal Revenue Service, Attn: CC:PA:T, P.O. Box 7604, Ben Franklin Station, Washington, DC 20044. However, if a private delivery service is used, send the request to Internal Revenue Service, Attn: CC:PA:T, Room 6561, 1111 Constitution Avenue, NW, Washington, DC 20224. See Rev. Proc. 2001-1, 2001-1 I.R.B. 1 or subsequent IRS guidance for more details. If the request fully discloses all relevant facts relating to the transaction, the requirement to make investor lists available for inspection is suspended during the period the ruling is pending. If the IRS determines that the transaction is

a confidential corporate tax shelter subject to registration, the due date for registration is extended for sixty days from the date of the ruling or the date of the withdrawal of the ruling request. The requirement to make investor lists available for inspection is suspended for sixty days from the date of the ruling or the date of the withdrawal of the ruling request. See Temporary Regulations sections 301.6111-2T(b)(5) and 301.6112-1T Q&A-4(b) for details.

## Penalties

If a tax shelter organizer is required to register a tax shelter under section 6111(c) and fails to do so when required, or files false or incomplete information, a penalty may be charged equal to the greater of \$500 or 1% of the aggregate amount invested in the shelter. No penalty will be charged if the organizer has reasonable cause for failing to comply with the registration requirements.

If a confidential corporate tax shelter organizer required to register fails to do so when required, or files false or incomplete information, a penalty may be charged equal to the greater of \$10,000 or 50% of the fees paid to all organizers before the date the shelter is registered. In the case of an intentional disregard of the requirement to register a confidential corporate tax shelter, the penalty is increased to 75% of the fees.

Any person who is required to furnish a tax shelter registration number to investors in the tax shelter and who fails to do so will be charged a penalty of \$100 for each failure.

A person required to keep a list of investors may be charged a penalty for each investor who is required to be on the list but is omitted. The penalty is \$50 for each omission, limited to a maximum of \$100,000 per year. No penalty will be charged if the omission was due to reasonable cause and not due to willful neglect.

An additional civil penalty is imposed against any person who directly or indirectly organizes or promotes an abusive tax shelter. The penalty also applies to persons who cause other parties to make or furnish false or fraudulent statements or gross valuation overstatements that promote the abusive tax shelter. The penalty is equal to the lesser of \$1,000 or 100% of the gross income derived (or to be derived) by that person from that activity.

Penalties are also imposed against persons who knowingly aid and abet in the understatement of the tax liability of another person. The penalty is \$1,000 (\$10,000 for corporate tax returns and documents).

Criminal penalties for failure to file on time and for filing a false or fraudulent

return are provided by sections 7203, 7206, and 7207.

## Preparing the Form

A registration number may not be issued if an incomplete application is filed. You must make an entry on Form 8264 whenever an item is applicable. If you need more space, attach a statement or use the **Explanation of Items** in Part V of the form. You may incorporate information contained in other documents. If you do, attach copies of the documents and specify the page number of the incorporated material. When dollar amounts are called for, use whole dollar amounts.

**Note:** *If an item does not apply or you do not know the requested information, leave the item blank and explain in Part V of the form why it does not apply or why you do not know the requested information.*

## Amended Forms 8264

Amendments may be made to Form 8264 in certain cases. If there is any material change in facts occurring after the initial registration, you may, but are not required to, file an amended form. The following are examples of a material change in facts.

1. A change in the identifying information relating to the tax shelter or tax shelter organizer.
2. The acquisition or construction of a principal asset not reported on the initial application for registration.
3. A change in the method of financing a minimum investment unit.
4. A change in the principal business activity.
5. A change in any tax shelter ratio reported on the initial application for registration that increases or decreases the reciprocal of the tax shelter ratio by 50% or more. The reciprocal of the ratio is the fraction in which the amount of the applicable investment base is the numerator and the amount of the applicable deductions and credits is the denominator. For example, if the tax shelter ratio changes from 2 to 1 to 4 to 1, the reciprocal of the tax shelter ratio decreases from  $\frac{1}{2}$  to  $\frac{1}{4}$ , a 50% decrease. Similarly, if the tax shelter ratio changes from 6 to 1 to 4 to 1, the reciprocal of the tax shelter ratio increases from  $\frac{1}{6}$  to  $\frac{1}{4}$ , a 50% increase. Both examples would be a material change in facts.
6. A tax shelter transaction is the same or substantially similar to a listed transaction that was identified by the IRS after the initial application was filed (see **Listed transactions** on page 1).

To amend Form 8264, enter in the space provided above Part I the tax shelter registration number previously

issued to the tax shelter. If the tax shelter has not yet received the registration number, enter "Applied for" in the space. Complete the top portion of Part I above Item 1a, but only show in the remainder of Parts I through Part IV the information that has changed since the tax shelter was registered. In addition, you should include any other information that you did not know at the time the tax shelter was registered but have since learned. Complete the signature area on page 2. For further information, see A-45A of Temporary Regulations section 301.6111-1T.

**Note:** *The filing of an amended application will not affect the determination whether the initial application would be subject to any applicable penalty. In addition, if the initial application was timely filed and contained complete and accurate information, the penalty under section 6707 will not be imposed as a result of the information in an amended application.*

## Definitions

**Principal organizer.** A person principally responsible for organizing a tax shelter is any person who discovers, creates, investigates, or initiates the investment, devises the business or financial plans for the investment, or carries out those plans through negotiations or transactions with others.

**Participation in the organization of a tax shelter.** Participation in the organization of a tax shelter includes the performance of any act (directly or through an agent) related to the establishment of the tax shelter.

**Participation in the management of a tax shelter.** Participation in the management of a tax shelter includes managing the assets of the tax shelter or directing or having supervisory authority for its business activities.

**Participation in the sale of a tax shelter.** Participation in the sale of a tax shelter includes any marketing activities (directly or through an agent) with respect to an investment.

For more detailed information concerning the terms defined above, see A-25 through A-33 of Temporary Regulations section 301.6111-1T.

**Substantial investment.** A substantial investment is one in which the total amount that may be offered for sale to all investors exceeds \$250,000 and at least five investors are expected. The total amount offered for sale is the total amount to be received from the sale of interests in the investment. It includes all cash, fair market value of property contributed, and indebtedness received in exchange for interests. For the purpose of determining whether five or more investors are expected in an investment involving real property (and related personal property)

used as a farm for farming purposes, interests in the investment expected to be held by a husband and wife, their children and parents, and the spouses of their children will be treated as held by one investor.

**Aggregation of similar plans or arrangements.** Generally, for purposes of determining whether investments are parts of a substantial investment, investments offered by the same person or related persons that involve similar business assets and similar plans or arrangements are aggregated. However, investments exempt from registration (see paragraphs 3 and 4 under **Exemptions for tax shelters under section 6111(c)** on page 2) because they are sold or leased to or involve rendition of services to persons who are reasonably expected to use the property or services for either personal use or in their principal active trade or business are not aggregated with similar investments by persons who are expected to use the property or services for other purposes. See A-22 and A-24A of Temporary Regulations section 301.6111-1T.

**Tax shelter ratio.** The tax shelter ratio with respect to any year for any investor is the ratio that the aggregate amount of deductions and 350% of the credits that are represented or that will be represented as potentially allowable to an investor under subtitle A of the Internal Revenue Code, for all periods up to (and including) the close of the year, bears to the investment base for the investor as of the close of the year. Use the **Tax Shelter Ratio Computation** on page 2 of Form 8264 to compute tax shelter ratios.

For purposes of computing the tax shelter ratio for a year, general partners in a limited partnership will not be treated as investors in the partnership if the general partners' aggregate interest in each item of partnership income, gain, loss, deduction, and credit for the year is not expected to exceed 2%. For purposes other than the computation of the tax shelter ratio, however, general partners will be treated as investors.

The term **year** means the tax year of a tax shelter, or if the tax shelter has no tax year, the calendar year.

**Potentially allowable deduction or credit.** A deduction or credit is considered to be represented as being potentially allowable to an investor if any oral or written statement is made in connection with the offering for sale of an interest in an investment indicating that a tax deduction or credit is available or may be used to reduce Federal taxable income or Federal income tax. Representations may be made, for example, as advertisements, written offering materials, prospectuses, or tax opinions, and include general representations that tax benefits

are available. For example, an advertisement stating that "purchase of a restaurant includes trade fixtures (5-year write-off)" is considered an explicit representation of tax benefits. In addition, if any explicit representation is made regarding any tax benefit, all deductions or credits typically associated with the investment will be treated as having been represented as potentially allowable. See A-8 through A-12 of Temporary Regulations section 301.6111-1T and the instructions for **Part III** for additional information about potentially allowable deductions or credits.

**Investment base.** The investment base for any year is the cumulative amount of money and the adjusted basis of other property (reduced by any liability to which the other property is subject) that is unconditionally required to be contributed or paid directly to the tax shelter by the investor before the close of the year. Amounts which reduce the investment base are listed in the instructions on page 7 for line 24 of **Part III**.

## Specific Instructions

**Note:** *Organizers of tax shelters under section 6111(c) must complete Parts I, II, and III and organizers of a confidential corporate tax shelter must complete Parts I and IV. If a confidential corporate tax shelter also meets the definition of a tax shelter under section 6111(c), the organizer must complete all parts of the form.*

### Part I

The tax shelter name will be that of the tax shelter entity if the entity has an employer identification number separate from that of a principal organizer registering the transaction. If the tax shelter consists of Schedule C (Form 1040) or Schedule F (Form 1040) activities and there is no tax shelter entity, provide the name, address, identifying number, and the daytime telephone number of the principal organizer in the left block of Part I. In that case, if you are the principal organizer, the information will be the same in both blocks of Part I.

If you are not a principal organizer, enter the information as it relates to you in the right block. In addition, check the box in the right block and separately provide the name, address, identifying number, and the daytime telephone number of a principal organizer.

**Item 1a.** Check the box that describes the tax shelter organization or structure. If you check the "Other" box, specify the type of organization or structure in the space provided.

**Item 1b.** For tax shelters under section 6111(c), indicate by checking the appropriate box whether the tax shelter is

subject to registration because similar investments have been aggregated to form a substantial investment. The "Yes" box should be checked whether or not separate Forms 8264 are filed for the separate investments aggregated to create a substantial investment. For confidential corporate tax shelters, check "Yes" if transactions have been aggregated on the same Form 8264.

**Tax shelters under section 6111(c).** A separate Form 8264 must be completed for each separate investment, aggregated to create a substantial investment, that differs from the other investments so aggregated with respect to any of the following:

1. Principal asset.
2. Accounting methods.
3. Federal or state agencies with which the investment is registered or with which an exemption notice is filed.
4. Methods of financing the purchase of a minimum investment unit.
5. Tax shelter ratio.

**Do not** file separate Forms 8264 for aggregated investments if the investments do not differ for any of the above. You should attach a separate statement to each Form 8264 that shows the name, address, identifying number, and telephone number of all such aggregated investments, whether or not separate Forms 8264 are required to be filed.

**Note:** *If possible, all separate forms relating to aggregated investments should be filed together.*

### Confidential corporate tax shelters.

Similar to tax shelters under section 6111(c), transactions involving similar assets, plans, and arrangements that are offered to corporate investors by the same person or related persons are aggregated and considered part of the same tax shelter. However, all transactions that are part of the same confidential corporate tax shelter and that are to be carried out by the same corporate participant must be registered on the same Form 8264. See Temporary Regulations section 301.6111-2T(e)(2) for details.

**Items 2a and 2b.** Enter in item 2a the six-digit code from the chart beginning on page 9 for the principal business activity of the tax shelter. Where two or more activities are relevant to the operation of the tax shelter, enter in item 2a the code that most specifically describes the operation of the tax shelter; in item 2b, enter the code for the secondary activity. Enter N/A only if no other types of activities or transactions are occurring.

**Item 3a.** Describe the principal asset of the tax shelter (e.g., a building, a computer, a patent, or livestock) acquired or to be acquired. If the tax shelter has more than one asset, the principal asset is the one with the largest adjusted basis.

For purposes of completing this item, treat a building and the underlying land as one asset. Blind pools should also specify the asset to be acquired.

**Item 3b.** Check the appropriate box to indicate whether the principal asset was acquired by the tax shelter from a party that is related (within the meaning of section 465(b)(3)(C)) to either the tax shelter or a principal organizer. Check "Yes" if **any part** of the principal asset is acquired from a related party (e.g., one piece of equipment out of ten, when the ten pieces of equipment constitute the tax shelter's principal asset).

**Item 3c(1).** Enter the total cost (actual or projected) of the principal asset of the tax shelter. Use only the costs of acquiring the asset itself. Do not include any costs associated with the use of the asset. If the tax shelter did not purchase the principal asset, enter the tax shelter's basis in the asset.

**Item 3c(2).** If the principal asset, or any part of it, was acquired by the tax shelter from a related party (i.e., the "Yes" box is checked in item 3b), enter the cost of the principal asset, or the appropriate part of it, when it was first acquired from an unrelated party. If the entire principal asset was acquired by the tax shelter from an unrelated party (i.e., the "No" box is checked in item 3b), leave this item blank.

**Item 3d.** Check the "Yes" box if the principal asset of the tax shelter is or will be located outside the United States and enter its location in the space provided. Check the "No" box if the principal asset is located in the United States and make no entry in the country space.

**Item 3e.** If the principal asset is acquired by more than one means (e.g., if part is purchased and part is constructed), check all the boxes that apply. If it is acquired in whole or in part by a means other than purchase, construction, or lease, check the "Other" box and specify the means of acquisition in the space provided.

**Item 3f(1).** Enter the date the principal asset was acquired by the tax shelter, or the expected acquisition date if the asset has not been acquired by the date the tax shelter is registered. If the principal asset was acquired from a party who is related to the tax shelter or a principal organizer (i.e., the "Yes" box in item 3b is checked), enter the date the asset was first acquired from an unrelated party.

**Item 3f(2).** Enter the date the principal asset was placed in service by the tax shelter, or the expected date if the asset has not been placed in service by the date the tax shelter is registered.

**Item 4.** Enter the accounting method used by the tax shelter. Check only one box. Check "Hybrid" only if the accounting method is a combination of the cash and accrual methods. If you check "Other," enter a description in the space provided.

**Note:** *In general, tax shelters cannot use the cash method.*

**Item 5a.** Check the appropriate box to show whether the tax shelter is required to register with Federal or state agencies regulating securities.

**Item 5b.** Check the appropriate box to show, in the case of a tax shelter exempt from registration with Federal or state agencies regulating securities, whether the filing of a notice of such exemption is required.

**Note:** *If a tax shelter is not exempt from registration, check the "No" box.*

**Item 5c.** If you checked the "Yes" box in either item 5a or 5b, complete items 5c(1) and 5c(2) as applicable. In item 5c(1) check the appropriate boxes for Federal agencies regulating securities. In item 5c(2) enter the states in which the tax shelter is registered with agencies regulating securities, or with which a notice of exemption from securities registration is filed. If the tax shelter is required to register or file an exemption notice in more than five states, enter the five such states in which the highest aggregate amounts are expected to be realized.

**Item 6.** If you (or any person related to you as defined in section 465(b)(3)(C)) were a principal organizer or participated in the organization of other tax shelters that were registered, but you were not the filer of Form 8264 for such other shelters, enter in the space provided the tax shelter registration numbers of up to the five most recently registered of those tax shelters. For example, assume that individuals P and M (a person related to P) participate in the organization of Tax Shelter I, and individuals P and D participate in the organization of Tax Shelter II. Also assume that M files a Form 8264 for Tax Shelter I, and D files a Form 8264 for Tax Shelter II. If P were subsequently a participant in the organization of Tax Shelter III and P filed the Form 8264 for Tax Shelter III, P would be required to enter the registration numbers for Tax Shelter I and Tax Shelter II in item 6 of the Form 8264 filed for Tax Shelter III.

**Item 8.** Attach additional pages if more space is needed. Confidential corporate tax shelters must also attach any written materials that are presented to potential participants in connection with the offering of sales of interests in the tax shelter, including any analyses or opinions relating to the intended tax benefits of the shelter.

## Part II

**Item 9a.** The entries in this item summarize the methods of financing that the tax shelter makes available to investors to purchase a minimum investment unit. For purposes of Item 9a, a **minimum investment unit** is the minimum investment that may be

purchased by an investor in the tax shelter and may consist of single, multiple, or fractional units as represented in any offering material. For example, if a prospectus states that subscriptions in a limited partnership will be offered in units of \$5,000 each with a minimum subscription of five units per subscriber, the minimum investment unit is \$25,000. If there is no minimum investment unit represented, the minimum investment unit is the cost of a typical investment purchased by an individual investor.

**Note:** *If the tax shelter is a limited partnership, complete items 9a through 11e by providing information concerning the minimum investment unit of a limited partner.*

**1. Cash.** If applicable, check this box and enter in the space provided the minimum amount of cash that is unconditionally required to be contributed or paid by the purchaser of a minimum investment unit during the first 5 years of the tax shelter.

**2. Property contributions.** If applicable, check this box and enter in the space provided the adjusted basis of any property expected to be contributed by the purchaser of a minimum investment unit during the first 5 years of the tax shelter.

**3. Recourse debt.** If recourse debt that is available to the purchaser of a minimum investment unit will reduce the investment base, check this box and enter in the space provided the maximum amount of such debt.

**4. Nonrecourse debt.** If nonrecourse debt that is available to the purchaser of a minimum investment unit will reduce the investment base, check this box and enter in the space provided the maximum amount of such debt.

**5. Other.** If applicable, check this box and enter in the space provided the maximum amount of any financing that the purchaser of a minimum investment unit can obtain under any other financing method. Also, describe such other financing method in the space provided.

**Item 9a(6).** Add items 9a(1) through 9a(5). This should be the total acquisition cost for a minimum investment unit. If it is not, provide an explanation. For example, if the cost of a minimum investment unit is \$50,000, with the purchaser putting \$5,000 cash down and financing the remaining \$45,000 with a nonrecourse loan repayable over 5 years, \$5,000 is entered in item 9a(1), \$45,000 is entered in item 9a(4), and \$50,000 is the total shown in item 9a(6).

**Item 9b.** Enter in the boxes corresponding to the types of financing specified in items 9a(3) through 9a(5) the maximum period of time (in whole years) over which such borrowed amounts may be repaid.

**Item 9c.** If applicable, check the appropriate box to indicate whether any

of the investor's financing is expected to be collateralized by one or more letters of credit or whether any of the tax shelter's financing is expected to be collateralized by letters of credit executed by the investors.

**Item 9d.** If applicable, check the box marked "Unrelated party" and enter the maximum percentage of the financing included in item 9a that may be borrowed by an investor from a party who is not the tax shelter, a participating person, or a related person (as defined in section 465(b)(3)(C)), but which reduces the investment base because it will be arranged by the tax shelter, a participating person, or a related person.

If applicable, check the box marked "Related party" and enter the maximum percentage of the financing included in item 9a that is expected to be borrowed by an investor from the tax shelter, a participating person, or a related person, and which reduces the investment base.

**Item 9e.** If no foreign-connected financing is available, check the box. See the instructions for line 24(3) of the **Tax Shelter Ratio Computation** for the definition of foreign-connected financing. If any of the financing included in item 9a is foreign-connected financing, enter the maximum dollar amount of such financing and the foreign country, foreign possession, or U.S. possession in which the lender is located. If foreign-connected financing is available from more than one foreign country, foreign possession, or U.S. possession, enter in the right-hand space the country, foreign possession, or U.S. possession from which the greatest dollar amount of such financing is available and the portion (in dollars) of the amount entered in the left-hand space that is available from such country or possession.

**Items 10a and 10b.** Enter the dollar amount of gross deductions under subtitle A of the Code represented as potentially allowable over the first 5 years to the purchaser of a minimum investment unit in the tax shelter. In addition, from the list below, enter in 10b the codes for the two largest deductions, in dollar terms, represented as being potentially allowable to an investor in the tax shelter.

- 01 Amortization
- 02 Charitable contributions
- 03 Demolition expenses
- 04 Depletion—oil and gas
- 05 Depletion—other
- 06 Depreciation
- 07 Feed expenses
- 08 Consulting fees
- 09 Loan placement fees
- 10 Management fees
- 11 Marketing fees
- 12 Fees—other
- 13 Financing charges
- 14 Guaranteed payments
- 15 Intangible drilling costs
- 16 Interest expense
- 17 Legal expenses
- 18 Mining development costs
- 19 Ordinary loss from sale of an asset
- 20 Rehabilitation expenses
- 21 Rental expenses
- 22 Research and experimental expenditures
- 23 Royalties—oil, gas, and mineral
- 24 Royalties—other
- 25 Soil and water conservation expenditures
- 99 Other

**Items 10c and 10d.** Enter in 10c the dollar amount of total credits under subtitle A of the Code represented as potentially allowable over the first 5 years to the purchaser of a minimum investment unit in the tax shelter. Also, from the list below, enter in 10d the codes for the two largest credits, in dollar terms, represented as being potentially allowable to an investor in the tax shelter.

- 01 Energy credit (section 48(a))
- 02 Credit for increasing research activities (section 41)
- 07 Orphan drug credit (section 45C)
- 08 Rehabilitation credit (section 47)
- 09 Low-income housing credit (section 42)
- 99 Other

**Items 11a–11e.** Enter the highest tax shelter ratio for any investor as of the close of each of the first 5 years of the tax shelter. For this purpose, general partners in a limited partnership will not be treated as investors in the partnership if the aggregate interest of all general partners in each item of partnership income, gain, loss, deduction, and credit for such year is not expected to exceed 2%. If the general partner is treated as an investor and the tax shelter ratio for the general partner as of the close of any of the first 5 years of the tax shelter exceeds the highest tax shelter ratio for any limited partner for such year, the tax shelter organizer also must attach a statement to Form 8264 providing the information requested in items 9a through 11e for the minimum investment unit of a general partner.

Use the **Tax Shelter Ratio Computation** on page 2 of Form 8264 to figure the tax shelter ratio for any investor for each of the first 5 years of the tax shelter. See the instructions for **Part III** on this page. Figure the tax shelter ratio to two decimal places, rounded off. For example, if line 28, column (a) of the

worksheet is 6.654, enter 6.65 in item 11a on page 1 of the form; if line 28, column (b) is 14.735, enter 14.74 in item 11b.

**Item 12.** Enter the maximum aggregate amount to be received from the sale of investment units in the tax shelter, as represented in any offering material. If there is no maximum aggregate amount, enter the aggregate amount reasonably expected to be received from the sale of investment units.

**Item 13a.** Enter the maximum number of investors that potentially can participate in the tax shelter, as represented in any offering material. If there is no maximum number of investors, enter the number of investors reasonably expected to participate in the tax shelter. If investors are required to purchase multiple units, or are permitted to purchase fractional units, attach an explanation, including the numbers of investors expected in all three categories (i.e., single, multiple, and fractional units).

**Item 13b.** Enter the maximum number of investment units in the tax shelter that potentially can be sold, as represented in any offering material. If there is no maximum number represented, enter the number reasonably expected to be sold.

## Part III

### Gross deductions and total credits.

For purposes of the tax shelter ratio, the deductions and credits to be taken into account are gross deductions and total credits potentially allowable for the investment. They are not offset or reduced by any income derived or to be derived from the investment, any potential tax liability resulting from the investment, any potential recapture of deductions or credits, or any deductions or credits that may not be currently allowable because of the passive activity limitations.

**Interest.** Interest on a debt obligation incurred to acquire a tax shelter interest is taken into account if the deduction for such interest is explicitly represented as being allowable. Also, interest on any debt obligation, the proceeds of which reduce the investment base, is taken into account regardless of whether a deduction for such interest is specifically represented as being allowable. See the instructions for line 24 of this worksheet for information on debts that reduce the investment base.

**Aggregated investments.** In the case of aggregated investments for which multiple Forms 8264 must be completed (see the instructions for item 1b), compute for each separate Form 8264 the highest tax shelter ratio for an investor in the investments to which such Form 8264 relates. Enter this ratio in the appropriate space for item 11 of each of the separate Forms 8264.

**Line 14.** Enter the amount of gross deductions represented as being



potentially allowable to the investor for the particular year.

**Line 21.** Enter the amount of cash to be contributed by the investor.

**Line 22.** Enter the adjusted basis of property (reduced by any liability to which the property is subject) to be contributed by the investor.

**Line 24.** Enter the sum of the following five items:

1. Any amount (whether recourse or nonrecourse) borrowed by the investor from a participating person, or from any person related (as defined in section 465(b)(3)(C)) to a participating person, unless the amount is unconditionally required to be repaid by the investor before the close of the year for which the determination is being made. A **participating person** is one who participated in the organization, sale, or management of the investment or who has an interest (other than an interest as a creditor) in the investment. An amount is **unconditionally required to be repaid** only if any offering material in which the amount is described and any agreement relating to the amount so provides.

Amounts that are not considered as unconditionally required to be repaid, and therefore reduce the investment base, include:

- An amount that is to be repaid only from the earnings of the investment.
- An amount that will be, or is expected to be, reloaned to the investor during the 5-year period ending after the date the investment is offered for sale.

2. Any amount (whether recourse or nonrecourse) borrowed from any person if the loan is arranged by a participating or related person, unless the amount is unconditionally required to be repaid by the investor before the close of the year for which the determination is being made. Any borrowing that is represented, either orally or in writing, as being available from a specific source will be treated as arranged by the participating or related person, whether or not a commitment to provide the financing is made, if such person provides information to the lender relating to the investment or otherwise informs the lender about the investment. However, in the case of an amount borrowed on a recourse basis, the fact that a lender who is actively and regularly engaged in the business of lending money obtained information relating to the investment, from a participating or related person, solely in

response to a lender's request made in connection with such borrowing, will not, by itself, result in a determination that the loan is arranged by a participating or related person.

3. Any amount borrowed, directly or indirectly, from a lender located outside the United States ("foreign-connected financing") of which the participating or related person knows or has reason to know.

4. Amounts that are to be held for the benefit of investors in cash, cash equivalents, or marketable securities.

5. Any distributions of cash or property that will be made without regard to the income of the tax shelter, but only to the extent such distributions exceed the amount to be held as of the close of the year in cash, cash equivalents, or marketable securities.

Part IV

**Line 29.** Enter the aggregate amount of fees that may be received by organizers of the tax shelter and any person related to such person under sections 267 and 707. For this purpose, the fees from all substantially similar transactions are considered part of the same tax shelter and must be aggregated. The fees include all consideration such persons may receive, including contingent fees, equity interests, and fees for other transactions received as consideration for promoting the tax shelter.

**Line 30a.** A transaction is a listed transaction if the transaction is the same as or substantially similar to one of the types of transactions that the IRS has determined to be a tax avoidance transaction and identified by notice, regulation, or other form of published guidance as a listed transaction for purposes of section 6111. See Temporary Regulations section 301.6111-2T(b)(2). Also see Notice 2001-51, 2001-34 I.R.B. 190.

Who Must Sign

**Tax shelter organizer.** Form 8264 must be signed by the tax shelter organizer.

**Paid preparer's information.** If someone prepares Form 8264 and does not charge for it, that person should not sign the form.

Generally, anyone who is paid to prepare Form 8264 must sign it and fill in the other blanks in the **Paid Preparer's Use Only** area of the form.

The preparer required to sign Form 8264 **must** complete the required preparer information and:

- Sign it, by hand, in the space provided for the preparer's signature. Signature stamps or labels are not acceptable.
- Give the organizer a copy of Form 8264 in addition to the copy to be filed with the IRS.

The preparer should enter the daytime telephone number where he or she may be reached.

**Privacy Act and Paperwork Reduction Act Notice.** We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws. Routine uses of this information include providing it to the Department of Justice for use in civil and criminal litigation, and to cities, states, and the District of Columbia for the administration of their tax laws. We may also provide this information to any investor in the determination of the investor's tax liability.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping .....	33 hr.
Learning about the law or the form .....	3 hr., 16 min.
Preparing, copying, assembling, and sending the form to the IRS .....	3 hr., 57 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **Do not** send the form to this address. Instead, see **Where To File** on page 2.



## Codes for Principal Business Activity

### Agriculture, Forestry, Fishing and Hunting

#### Code

#### Crop Production

- 111100 Oilseed & Grain Farming
- 111210 Vegetable & Melon Farming (including potatoes & yams)
- 111300 Fruit & Tree Nut Farming
- 111400 Greenhouse, Nursery, & Floriculture Production
- 111900 Other Crop Farming (including tobacco, cotton, sugarcane, hay, peanut, sugar beet & all other crop farming)

#### Animal Production

- 112111 Beef Cattle Ranching & Farming
- 112112 Cattle Feedlots
- 112120 Dairy Cattle & Milk Production
- 112210 Hog & Pig Farming
- 112300 Poultry & Egg Production
- 112400 Sheep & Goat Farming
- 112510 Animal Aquaculture (including shellfish & finfish farms & hatcheries)
- 112900 Other Animal Production

#### Forestry and Logging

- 113110 Timber Tract Operations
- 113210 Forest Nurseries & Gathering of Forest Products
- 113310 Logging

#### Fishing, Hunting and Trapping

- 114110 Fishing
- 114210 Hunting & Trapping

#### Support Activities for Agriculture and Forestry

- 115110 Support Activities for Crop Production (including cotton ginning, soil preparation, planting, & cultivating)
- 115210 Support Activities for Animal Production
- 115310 Support Activities For Forestry

### Mining

- 211110 Oil & Gas Extraction
- 212110 Coal Mining
- 212200 Metal Ore Mining
- 212310 Stone Mining & Quarrying
- 212320 Sand, Gravel, Clay, & Ceramic & Refractory Minerals Mining & Quarrying
- 212390 Other Nonmetallic Mineral Mining & Quarrying
- 213110 Support Activities for Mining

### Utilities

- 221100 Electric Power Generation, Transmission & Distribution
- 221210 Natural Gas Distribution
- 221300 Water, Sewage & Other Systems

### Construction

#### Building, Developing, and General Contracting

- 233110 Land Subdivision & Land Development
- 233200 Residential Building Construction
- 233300 Nonresidential Building Construction

#### Heavy Construction

- 234100 Highway, Street, Bridge, & Tunnel Construction
- 234900 Other Heavy Construction

#### Special Trade Contractors

- 235110 Plumbing, Heating, & Air-Conditioning Contractors
- 235210 Painting & Wall Covering Contractors
- 235310 Electrical Contractors
- 235400 Masonry, Drywall, Insulation, & Tile Contractors
- 235500 Carpentry & Floor Contractors

#### Code

- 235610 Roofing, Siding, & Sheet Metal Contractors
- 235710 Concrete Contractors
- 235810 Water Well Drilling Contractors
- 235900 Other Special Trade Contractors

### Manufacturing

#### Food Manufacturing

- 311110 Animal Food Mfg
- 311200 Grain & Oilseed Milling
- 311300 Sugar & Confectionery Product Mfg
- 311400 Fruit & Vegetable Preserving & Specialty Food Mfg
- 311500 Dairy Product Mfg
- 311610 Animal Slaughtering & Processing
- 311710 Seafood Product Preparation & Packaging
- 311800 Bakeries & Tortilla Mfg
- 311900 Other Food Mfg (including coffee, tea, flavorings & seasonings)

#### Beverage and Tobacco Product Manufacturing

- 312110 Soft Drink & Ice Mfg
- 312120 Breweries
- 312130 Wineries
- 312140 Distilleries
- 312200 Tobacco Manufacturing

#### Textile Mills and Textile Product Mills

- 313000 Textile Mills
- 314000 Textile Product Mills

#### Apparel Manufacturing

- 315100 Apparel Knitting Mills
- 315210 Cut & Sew Apparel Contractors
- 315220 Men's & Boys' Cut & Sew Apparel Mfg
- 315230 Women's & Girls' Cut & Sew Apparel Mfg
- 315290 Other Cut & Sew Apparel Mfg
- 315990 Apparel Accessories & Other Apparel Mfg

#### Leather and Allied Product Manufacturing

- 316110 Leather & Hide Tanning & Finishing
- 316210 Footwear Mfg (including rubber & plastics)
- 316990 Other Leather & Allied Product Mfg

#### Wood Product Manufacturing

- 321110 Sawmills & Wood Preservation
- 321210 Veneer, Plywood, & Engineered Wood Product Mfg
- 321900 Other Wood Product Mfg

#### Paper Manufacturing

- 322100 Pulp, Paper, & Paperboard Mills
- 322200 Converted Paper Product Mfg

#### Printing and Related Support Activities

- 323100 Printing & Related Support Activities

#### Petroleum and Coal Products Manufacturing

- 324110 Petroleum Refineries (including integrated)
- 324120 Asphalt Paving, Roofing, & Saturated Materials Mfg
- 324190 Other Petroleum & Coal Products Mfg

#### Chemical Manufacturing

- 325100 Basic Chemical Mfg
- 325200 Resin, Synthetic Rubber, & Artificial & Synthetic Fibers & Filaments Mfg
- 325300 Pesticide, Fertilizer, & Other Agricultural Chemical Mfg
- 325410 Pharmaceutical & Medicine Mfg

#### Code

- 325500 Paint, Coating, & Adhesive Mfg
- 325600 Soap, Cleaning Compound, & Toilet Preparation Mfg
- 325900 Other Chemical Product & Preparation Mfg

#### Plastics and Rubber Products Manufacturing

- 326100 Plastics Product Mfg
- 326200 Rubber Product Mfg

#### Nonmetallic Mineral Product Manufacturing

- 327100 Clay Product & Refractory Mfg
- 327210 Glass & Glass Product Mfg
- 327300 Cement & Concrete Product Mfg
- 327400 Lime & Gypsum Product Mfg
- 327900 Other Nonmetallic Mineral Product Mfg

#### Primary Metal Manufacturing

- 331110 Iron & Steel Mills & Ferroalloy Mfg
- 331200 Steel Product Mfg from Purchased Steel
- 331310 Alumina & Aluminum Production & Processing
- 331400 Nonferrous Metal (except Aluminum) Production & Processing
- 331500 Foundries

#### Fabricated Metal Product Manufacturing

- 332110 Forging & Stamping
- 332210 Cutlery & Handtool Mfg
- 332300 Architectural & Structural Metals Mfg
- 332400 Boiler, Tank, & Shipping Container Mfg
- 332510 Hardware Mfg
- 332610 Spring & Wire Product Mfg
- 332700 Machine Shops; Turned Product; & Screw, Nut, & Bolt Mfg
- 332810 Coating, Engraving, Heat Treating, & Allied Activities
- 332900 Other Fabricated Metal Product Mfg

#### Machinery Manufacturing

- 333100 Agriculture, Construction, & Mining Machinery Mfg
- 333200 Industrial Machinery Mfg
- 333310 Commercial & Service Industry Machinery Mfg
- 333410 Ventilation, Heating, Air-Conditioning, & Commercial Refrigeration Equipment Mfg
- 333510 Metalworking Machinery Mfg
- 333610 Engine, Turbine & Power Transmission Equipment Mfg
- 333900 Other General Purpose Machinery Mfg

#### Computer and Electronic Product Manufacturing

- 334110 Computer & Peripheral Equipment Mfg
- 334200 Communications Equipment Mfg
- 334310 Audio & Video Equipment Mfg
- 334410 Semiconductor & Other Electronic Component Mfg
- 334500 Navigational, Measuring, Electromedical, & Control Instruments Mfg
- 334610 Manufacturing & Reproducing Magnetic & Optical Media

#### Electrical Equipment, Appliance, and Component Manufacturing

- 335100 Electric Lighting Equipment Mfg
- 335200 Household Appliance Mfg
- 335310 Electrical Equipment Mfg
- 335900 Other Electrical Equipment & Component Mfg

#### Transportation Equipment Manufacturing

- 336100 Motor Vehicle Mfg
- 336210 Motor Vehicle Body & Trailer Mfg
- 336300 Motor Vehicle Parts Mfg

#### Code

- 336410 Aerospace Product & Parts Mfg
- 336510 Railroad Rolling Stock Mfg
- 336610 Ship & Boat Building
- 336990 Other Transportation Equipment Mfg

#### Furniture and Related Product Manufacturing

- 337000 Furniture & Related Product Manufacturing

#### Miscellaneous Manufacturing

- 339110 Medical Equipment & Supplies Mfg
- 339900 Other Miscellaneous Manufacturing

### Wholesale Trade

#### Wholesale Trade, Durable Goods

- 421100 Motor Vehicle & Motor Vehicle Parts & Supplies Wholesalers
- 421200 Furniture & Home Furnishing Wholesalers
- 421300 Lumber & Other Construction Materials Wholesalers
- 421400 Professional & Commercial Equipment & Supplies Wholesalers
- 421500 Metal & Mineral (except Petroleum) Wholesalers
- 421600 Electrical Goods Wholesalers
- 421700 Hardware, & Plumbing & Heating Equipment & Supplies Wholesalers
- 421800 Machinery, Equipment, & Supplies Wholesalers
- 421910 Sporting & Recreational Goods & Supplies Wholesalers
- 421920 Toy & Hobby Goods & Supplies Wholesalers
- 421930 Recyclable Material Wholesalers
- 421940 Jewelry, Watch, Precious Stone, & Precious Metal Wholesalers
- 421990 Other Miscellaneous Durable Goods Wholesalers

#### Wholesale Trade, Nondurable Goods

- 422100 Paper & Paper Product Wholesalers
- 422210 Drugs & Druggists' Sundries Wholesalers
- 422300 Apparel, Piece Goods, & Notions Wholesalers
- 422400 Grocery & Related Product Wholesalers
- 422500 Farm Product Raw Material Wholesalers
- 422600 Chemical & Allied Products Wholesalers
- 422700 Petroleum & Petroleum Products Wholesalers
- 422800 Beer, Wine, & Distilled Alcoholic Beverage Wholesalers
- 422910 Farm Supplies Wholesalers
- 422920 Book, Periodical, & Newspaper Wholesalers
- 422930 Flower, Nursery Stock, & Florists' Supplies Wholesalers
- 422940 Tobacco & Tobacco Product Wholesalers
- 422950 Paint, Varnish, & Supplies Wholesalers
- 422990 Other Miscellaneous Nondurable Goods Wholesalers

### Retail Trade

#### Motor Vehicle and Parts Dealers

- 441110 New Car Dealers
- 441120 Used Car Dealers
- 441210 Recreational Vehicle Dealers
- 441221 Motorcycle Dealers
- 441222 Boat Dealers
- 441229 All Other Motor Vehicle Dealers
- 441300 Automotive Parts, Accessories, & Tire Stores

#### Furniture and Home Furnishings Stores

- 442110 Furniture Stores

Code		Code		Code		Code	
442210	Floor Covering Stores	454210	Vending Machine Operators	513300	Telecommunications (including paging, cellular, satellite, & other telecommunications)	531210	Offices of Real Estate Agents & Brokers
442291	Window Treatment Stores	454311	Heating Oil Dealers			531310	Real Estate Property Managers
442299	All Other Home Furnishings Stores	454312	Liquefied Petroleum Gas (Bottled Gas) Dealers			531320	Offices of Real Estate Appraisers
<b>Electronics and Appliance Stores</b>		454319	Other Fuel Dealers	<b>Information Services and Data Processing Services</b>		531390	Other Activities Related to Real Estate
443111	Household Appliance Stores	454390	Other Direct Selling Establishments (including door-to-door retailing, frozen food plan providers, party plan merchandisers, & coffee-break service providers)	514100	Information Services (including news syndicates, libraries, & on-line information services)	<b>Rental and Leasing Services</b>	
443112	Radio, Television, & Other Electronics Stores			514210	Data Processing Services	532100	Automotive Equipment Rental & Leasing
443120	Computer & Software Stores	<b>Transportation and Warehousing</b>		<b>Finance and Insurance</b>		532210	Consumer Electronics & Appliances Rental
443130	Camera & Photographic Supplies Stores	<b>Air, Rail, and Water Transportation</b>		<b>Depository Credit Intermediation</b>		532220	Formal Wear & Costume Rental
<b>Building Material and Garden Equipment and Supplies Dealers</b>		481000	Air Transportation	522110	Commercial Banking	532230	Video Tape & Disc Rental
444110	Home Centers	482110	Rail Transportation	522120	Savings Institutions	532290	Other Consumer Goods Rental
444120	Paint & Wallpaper Stores	483000	Water Transportation	522130	Credit Unions	532310	General Rental Centers
444130	Hardware Stores	<b>Truck Transportation</b>		522190	Other Depository Credit Intermediation	532400	Commercial & Industrial Machinery & Equipment Rental & Leasing
444190	Other Building Material Dealers	484110	General Freight Trucking, Local	<b>Nondepository Credit Intermediation</b>		<b>Lessors of Nonfinancial Intangible Assets (except copyrighted works)</b>	
444200	Lawn & Garden Equipment & Supplies Stores	484120	General Freight Trucking, Long-distance	522210	Credit Card Issuing	533110	Lessors of Nonfinancial Intangible Assets (except copyrighted works)
<b>Food and Beverage Stores</b>		484200	Specialized Freight Trucking	522220	Sales Financing	<b>Professional, Scientific, and Technical Services</b>	
445110	Supermarkets and Other Grocery (except Convenience) Stores	<b>Transit and Ground Passenger Transportation</b>		522291	Consumer Lending	<b>Legal Services</b>	
445120	Convenience Stores	485110	Urban Transit Systems	522292	Real Estate Credit (including mortgage bankers & originators)	541110	Offices of Lawyers
445210	Meat Markets	485210	Interurban & Rural Bus Transportation	522293	International Trade Financing	541190	Other Legal Services
445220	Fish & Seafood Markets	485310	Taxi Service	522294	Secondary Market Financing	<b>Accounting, Tax Preparation, Bookkeeping, and Payroll Services</b>	
445230	Fruit & Vegetable Markets	485320	Limousine Service	522298	All Other Nondepository Credit Intermediation	541211	Offices of Certified Public Accountants
445291	Baked Goods Stores	485410	School & Employee Bus Transportation	<b>Activities Related to Credit Intermediation</b>		541213	Tax Preparation Services
445292	Confectionery & Nut Stores	485510	Charter Bus Industry	522300	Activities Related to Credit Intermediation (including loan brokers)	541214	Payroll Services
445299	All Other Specialty Food Stores	485990	Other Transit & Ground Passenger Transportation	<b>Securities, Commodity Contracts, and Other Financial Investments and Related Activities</b>		541219	Other Accounting Services
445310	Beer, Wine, & Liquor Stores	<b>Pipeline Transportation</b>		523110	Investment Banking & Securities Dealing	<b>Architectural, Engineering, and Related Services</b>	
<b>Health and Personal Care Stores</b>		<b>Scenic &amp; Sightseeing Transportation</b>		523120	Securities Brokerage	541310	Architectural Services
446110	Pharmacies & Drug Stores	487000	Scenic & Sightseeing Transportation	523130	Commodity Contracts Dealing	541320	Landscape Architecture Services
446120	Cosmetics, Beauty Supplies, & Perfume Stores	<b>Support Activities for Transportation</b>		523140	Commodity Contracts Brokerage	541330	Engineering Services
446130	Optical Goods Stores	488100	Support Activities for Air Transportation	523210	Securities & Commodity Exchanges	541340	Drafting Services
446190	Other Health & Personal Care Stores	488210	Support Activities for Rail Transportation	523900	Other Financial Investment Activities (including portfolio management & investment advice)	541350	Building Inspection Services
<b>Gasoline Stations</b>		488300	Support Activities for Water Transportation	<b>Insurance Carriers and Related Activities</b>		541360	Geophysical Surveying & Mapping Services
447100	Gasoline Stations (including convenience stores with gas)	488410	Motor Vehicle Towing	524140	Direct Life, Health, & Medical Insurance & Reinsurance Carriers	541370	Surveying & Mapping (except Geophysical) Services
<b>Clothing and Clothing Accessories Stores</b>		488490	Other Support Activities for Road Transportation	524150	Direct Insurance & Reinsurance (except Life, Health & Medical) Carriers	541380	Testing Laboratories
448110	Men's Clothing Stores	488510	Freight Transportation Arrangement	524210	Insurance Agencies & Brokerages	<b>Specialized Design Services</b>	
448120	Women's Clothing Stores	488990	Other Support Activities for Transportation	524290	Other Insurance Related Activities	541400	Specialized Design Services (including interior, industrial, graphic, & fashion design)
448130	Children's & Infants' Clothing Stores	<b>Couriers and Messengers</b>		<b>Funds, Trusts, and Other Financial Vehicles</b>		<b>Computer Systems Design and Related Services</b>	
448140	Family Clothing Stores	492110	Couriers	525100	Insurance & Employee Benefit Funds	541511	Custom Computer Programming Services
448150	Clothing Accessories Stores	492210	Local Messengers & Local Delivery	525910	Open-End Investment Funds (Form 1120-RIC)	541512	Computer Systems Design Services
448190	Other Clothing Stores	<b>Warehousing and Storage</b>		525920	Trusts, Estates, & Agency Accounts	541513	Computer Facilities Management Services
448210	Shoe Stores	493100	Warehousing & Storage Facilities (except lessors of miniwarehouses & self- storage units)	525930	Real Estate Investment Trusts (Form 1120-REIT)	541519	Other Computer Related Services
448310	Jewelry Stores	<b>Information</b>		525990	Other Financial Vehicles	<b>Other Professional, Scientific, and Technical Services</b>	
448320	Luggage & Leather Goods Stores	<b>Publishing Industries</b>		"Offices of Bank Holding Companies" and "Offices of Other Holding Companies" are located under <b>Management of Companies (Holding Companies)</b> below.		541600	Management, Scientific, & Technical Consulting Services
<b>Sporting Goods, Hobby, Book, and Music Stores</b>		511110	Newspaper Publishers	<b>Real Estate and Rental and Leasing</b>		541700	Scientific Research & Development Services
451110	Sporting Goods Stores	511120	Periodical Publishers	<b>Real Estate</b>		541800	Advertising & Related Services
451120	Hobby, Toy, & Game Stores	511130	Book Publishers	531110	Lessors of Residential Buildings & Dwellings	541910	Marketing Research & Public Opinion Polling
451130	Sewing, Needlework, & Piece Goods Stores	511140	Database & Directory Publishers	531114	Cooperative Housing	541920	Photographic Services
451140	Musical Instrument & Supplies Stores	511190	Other Publishers	531120	Lessors of Nonresidential Buildings (except Miniwarehouses)	541930	Translation & Interpretation Services
451211	Book Stores	511210	Software Publishers	531130	Lessors of Miniwarehouses & Self-Storage Units	541940	Veterinary Services
451212	News Dealers & Newsstands	<b>Motion Picture and Sound Recording Industries</b>		531190	Lessors of Other Real Estate Property	541990	All Other Professional, Scientific, & Technical Services
451220	Prerecorded Tape, Compact Disc, & Record Stores	512100	Motion Picture & Video Industries (except video rental)			<b>Management of Companies (Holding Companies)</b>	
<b>General Merchandise Stores</b>		512200	Sound Recording Industries			551111	Offices of Bank Holding Companies
452110	Department stores	<b>Broadcasting and Telecommunications</b>				551112	Offices of Other Holding Companies
452900	Other General Merchandise Stores	513100	Radio & Television Broadcasting				
<b>Miscellaneous Store Retailers</b>		513200	Cable Networks & Program Distribution				
453110	Florists						
453210	Office Supplies & Stationery Stores						
453220	Gift, Novelty, & Souvenir Stores						
453310	Used Merchandise Stores						
453910	Pet & Pet Supplies Stores						
453920	Art Dealers						
453930	Manufactured (Mobile) Home Dealers						
453990	All Other Miscellaneous Store Retailers (including tobacco, candle, & trophy shops)						
<b>Nonstore Retailers</b>							
454110	Electronic Shopping & Mail-Order Houses						

**Code****Administrative and Support and Waste Management and Remediation Services****Administrative and Support Services**

561110 Office Administrative Services  
 561210 Facilities Support Services  
 561300 Employment Services  
 561410 Document Preparation Services

561420 Telephone Call Centers  
 561430 Business Service Centers (including private mail centers & copy shops)

561440 Collection Agencies  
 561450 Credit Bureaus  
 561490 Other Business Support Services (including repossession services, court reporting, & stenotype services)

561500 Travel Arrangement & Reservation Services  
 561600 Investigation & Security Services

561710 Exterminating & Pest Control Services

561720 Janitorial Services  
 561730 Landscaping Services  
 561740 Carpet & Upholstery Cleaning Services

561790 Other Services to Buildings & Dwellings  
 561900 Other Support Services (including packaging & labeling services, & convention & trade show organizers)

**Waste Management and Remediation Services**

562000 Waste Management & Remediation Services

**Educational Services**

611000 Educational Services (including schools, colleges, & universities)

**Health Care and Social Assistance****Offices of Physicians and Dentists**

621111 Offices of Physicians (except mental health specialists)  
 621112 Offices of Physicians, Mental Health Specialists  
 621210 Offices of Dentists

**Code****Offices of Other Health Practitioners**

621310 Offices of Chiropractors  
 621320 Offices of Optometrists  
 621330 Offices of Mental Health Practitioners (except Physicians)  
 621340 Offices of Physical, Occupational & Speech Therapists, & Audiologists  
 621391 Offices of Podiatrists  
 621399 Offices of All Other Miscellaneous Health Practitioners

**Outpatient Care Centers**

621410 Family Planning Centers  
 621420 Outpatient Mental Health & Substance Abuse Centers  
 621491 HMO Medical Centers  
 621492 Kidney Dialysis Centers  
 621493 Freestanding Ambulatory Surgical & Emergency Centers  
 621498 All Other Outpatient Care Centers

**Medical and Diagnostic Laboratories**

621510 Medical & Diagnostic Laboratories

**Home Health Care Services**

621610 Home Health Care Services

**Other Ambulatory Health Care Services**

621900 Other Ambulatory Health Care Services (including ambulance services & blood & organ banks)

**Hospitals**

622000 Hospitals

**Nursing and Residential Care Facilities**

623000 Nursing & Residential Care Facilities

**Social Assistance**

624100 Individual & Family Services  
 624200 Community Food & Housing, & Emergency & Other Relief Services  
 624310 Vocational Rehabilitation Services  
 624410 Child Day Care Services

**Code****Arts, Entertainment, and Recreation****Performing Arts, Spectator Sports, and Related Industries**

711100 Performing Arts Companies  
 711210 Spectator Sports (including sports clubs & racetracks)  
 711300 Promoters of Performing Arts, Sports, & Similar Events  
 711410 Agents & Managers for Artists, Athletes, Entertainers, & Other Public Figures  
 711510 Independent Artists, Writers, & Performers

**Museums, Historical Sites, and Similar Institutions**

712100 Museums, Historical Sites, & Similar Institutions

**Amusement, Gambling, and Recreation Industries**

713100 Amusement Parks & Arcades  
 713200 Gambling Industries  
 713900 Other Amusement & Recreation Industries (including golf courses, skiing facilities, marinas, fitness centers, & bowling centers)

**Accommodation and Food Services****Accommodation**

721110 Hotels (except casino hotels) & Motels  
 721120 Casino Hotels  
 721191 Bed & Breakfast Inns  
 721199 All Other Traveler Accommodation  
 721210 RV (Recreational Vehicle) Parks & Recreational Camps  
 721310 Rooming & Boarding Houses

**Food Services and Drinking Places**

722110 Full-Service Restaurants  
 722210 Limited-Service Eating Places  
 722300 Special Food Services (including food service contractors & caterers)  
 722410 Drinking Places (Alcoholic Beverages)

**Code****Other Services****Repair and Maintenance**

811110 Automotive Mechanical & Electrical Repair & Maintenance  
 811120 Automotive Body, Paint, Interior, & Glass Repair  
 811190 Other Automotive Repair & Maintenance (including oil change & lubrication shops & car washes)  
 811210 Electronic & Precision Equipment Repair & Maintenance  
 811310 Commercial & Industrial Machinery & Equipment (except Automotive & Electronic) Repair & Maintenance  
 811410 Home & Garden Equipment & Appliance Repair & Maintenance  
 811420 Reupholstery & Furniture Repair  
 811430 Footwear & Leather Goods Repair  
 811490 Other Personal & Household Goods Repair & Maintenance

**Personal and Laundry Services**

812111 Barber Shops  
 812112 Beauty Salons  
 812113 Nail Salons  
 812190 Other Personal Care Services (including diet & weight reducing centers)  
 812210 Funeral Homes & Funeral Services  
 812220 Cemeteries & Crematories  
 812310 Coin-Operated Laundries & Drycleaners  
 812320 Drycleaning & Laundry Services (except Coin-Operated)  
 812330 Linen & Uniform Supply  
 812910 Pet Care (except Veterinary) Services  
 812920 Photofinishing  
 812930 Parking Lots & Garages  
 812990 All Other Personal Services

**Religious, Grantmaking, Civic, Professional, and Similar Organizations**

813000 Religious, Grantmaking, Civic, Professional, & Similar Organizations (including condominium and homeowners associations)